

2.2.6 The Board of Trustees may remove any Trustee from office as a Trustee with or without cause via an affirmative vote of two-thirds of the entire voting membership of the Board of Trustees.

Section 2.3 Duties of Trustees

2.3.1. Trustees shall actively participate in all Board of Trustee business, including fulfilling all Committee assignments to which the Trustee may be assigned. Trustees shall attend and participate in all annual, regular and special meetings of the Board of Trustees, including all meetings of those Committees of which the Trustee is a member, unless the Trustee's absence has been excused by the Chair of the Board of Trustees or, in the case of a Committee meeting, the Chair of that Committee.

Section 2.4 General Powers of the Board of Trustees

Section 2.4.1. The Board of Trustees shall exercise all corporate powers and make all necessary policies and regulations governing the business of the Corporation and the management of the College. The Board's primary functions shall be policy making and responsibility for sound management of the Corporation's resources. The Board shall determine the general educational and financial policies of the College, and shall have the power to carry out any other functions that are permitted by these Bylaws or by the Articles of Incorporation, and as authorized by the Utah Revised Nonprofit Corporation Act 2000 (Utah Code Ann. §§ 16-6a-101 et. seq.), and any subsequent amendments or successor thereto.

Section 2.5 Delegable Powers of the Board of Trustees

2.5.1. The Board of Trustees may elect standing or temporary committees of the Board of Trustees to exercise the authority and powers of the Board of Trustees except with respect to those powers described in Section 2.6 of these Bylaws. The Board of Trustees may terminate any such delegated authority at any time.

2.5.2. The designation and appointment of any Committee by the Board of Trustees and the delegation thereto of authority pursuant to Section 2.5.1. of these Bylaws shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or upon the Trustee by the Corporation or by law.

2.5.3. In fulfilling its obligations as the governing body of the College, the Board of Trustees may assign such responsibilities as the Board of Trustees deems necessary to the President to delegate to appropriate officers, administrators, and faculty of the College, or to any other persons whose services and expertise the Board of Trustees determines will be beneficial to the College. Such assignment may include authority to develop policy designed to implement the general principles determined by the Board of Trustees, and/or to serve on the various Committees of the Board of Trustees. The Board of Trustees may terminate any such delegated authority at any time.

2.5.4. The Board of Trustees may empower the President, the Treasurer of the Corporation, and other employees of the College, as necessary and appropriate, to execute documents for the purpose of borrowing money for and in the name of the Corporation, to issue obligations for such borrowed money, and to invest the money or assets of the Corporation.

2.5.5. A Trustee or a member of any Committee designated by the Board of Trustees shall be entitled to rely in good faith upon the records of the Corporation and the reports, information or opinions presented to the Corporation by its officers or employees, Board Committees, or any other person with respect to matters within the professional or expert competence of the person.

Section 2.6 Reserved Powers of the Board of Trustees

2.6.1. In no event shall any Cottee of the Board of Trustees, any officer, employee, fiduciary or agent of the Corporation, or any other person, have the authority of the Board of Trustees in reference to:

Amending, altering or repealing the Bylaws of the Corporation;

Electing, appointing, or removing any member of a Committee or any Trustee or Officer of the Corporation;

(c) Amending the Articles of Incorporation of the Corporation;

Adopting a plan of merger or consolidation with another corporation;

Authorizing the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or the assets of the Corporation;

Authorizing the voluntary dissolution of the Corporation or revoke proceedings thereof;

Adopting a plan for the distribution of the assets of the Corporation on dissolution;

(h) Approving annual budgets for the College;

(i) Amending or repealing any resolution of the Board of Trustees;

Selecting and terminating the appointment of the President of the College; or

Any other non-delegable power enumerated by the Utah Revised Nonprofit Corporation Act 2000, and any subsequent amendments or successor thereto.

Section 2.7 Annual and Regular Meetings of the Board of Trustees

2.7.1 The annual meeting of the Board of Trustees shall be held each year at the principal office of the Corporation or such other place as may be determined by the Board of Trustees. The Board of Trustees will also hold regular meetings each year at such other times and intervals and at such other places, as may be determined by the Board of Trustees. In the absence of the designation of a place, meetings shall be held at the principal office of the Corporation.

Section 2.8 Special Meetings of the Board of Trustees

2.8.1. Special meetings of the Board of Trustees shall be held at the call of the Chair of the Board of Trustees, or in the Chair's absence, the Vice-Chair, or of one-third (1/3) of the Trustees at such place, as designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

Section 2.9 Notice of Meetings of the Board of Trustees

2.9.1. Notice of any regular or special meeting shall be given at least fourteen (14) days prior thereto by written notice delivered personally or delivered by confirmed air courier, facsimile transmission ("fax"), first class mail, or via electronic mail, if available, to each trustee at such trustee's home or business address. If sent by confirmed air courier, such notice shall be deemed to be given either on the date the notice is actually received by the trustee or on the business day on which delivery is made at such address as confirmed by the air courier, whichever date is earlier. If mailed, such notice shall be deemed to be given either on the date the notice is actually received by the trustee or on the third business day following the date which it is deposited in a first-class postage-prepaid envelope in the United States mail addressed to such trustee's home or business address, whichever date is earlier. If given by fax or electronic mail, such notice shall be deemed to be given upon the date it is actually received by the addressee. Any trustee may waive notice of a meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.10 Quorum and Manner of Acting

2.10.1 A majority of the membership of the Board of Trustees shall constitute a quorum of the Board for the transaction of business during the meetings of Board of Trustees. The Secretary of the Corporation shall keep minutes of Board of Trustees meetings and Executive Committee meetings as an official record of Corporation business. For purposes of determining the presence of a quorum, trustees will be counted if represented in person or by proxy.

Section 2.11 Consent to Action Without Meeting

2.11.1. Any action required to be taken or which may be taken at a meeting of the Trustees may be taken without a meeting and without notice or waiver thereof if a consent in writing, which may be contained in a single document or may be contained in more than one document so long as the documents in the aggregate contain the required signatures, setting forth the action taken or to be taken, shall be signed by all of the Trustees at any time before or after the intended effective date of such action. Such consent may be mailed, hand-delivered, faxed, or sent via electronic mail to the College. Such consent shall be filed with the minutes of meetings of the Board of Trustees and shall have the same force and effect as a unanimous vote of the Trustees and may be stated as such in any document filed with the Division of Corporations or in any certificate or document prepared or certified by any Officer of the Corporation for any purpose.

Section 2.12 Presumption of Assent

2.12.1. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless the Trustee's dissent is entered in the minutes of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 2.13 Meetings by Conference Telephone

2.13.1. Trustees may participate in a meeting of the Board or of a Board committee through the use of a conference telephone or similar communications equipment, so long as all members can participate in such meeting. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

Section 2.14 Voting

2.14.1. At any meeting of the Board, Executive Committee, or other committee, each Trustee present at such meeting shall have one vote on any matter. A Trustee having voting rights may vote in person or by proxy executed in writing by the Trustee pursuant to such guidelines as the Board may establish.

Section 2.13 Vacancies

2.13.1. The Board of Trustees may fill a vacancy without calling a meeting by sending out a ballot on new members to Trustees. A majority of all Trustees must vote in the affirmative. Results of the ballot election will be announced at the next board meeting.

ARTICLE III - OFFICERS OF THE BOARD OF TRUSTEES

Section 3.1 Officers of the Board of Trustees and of the Corporation

3.1.1. The Officers of the Board of Trustees and of the Corporation are the Chair, Vice Chair, Treasurer, Secretary and such other officers as the Trustees may determine.

3.1.2. The election of Board and Corporate officers shall take place as needed at the annual meeting of the Board. The Chair shall be elected for a term of three years and all other officers shall be elected for one year. The Chair and Vice Chair shall be chosen from the membership of the Board. The Treasurer and Secretary, as employees of the College, are not members of the Board. Board and corporate officers may be elected to successive terms.

3.1.3. Each officer shall hold office until a successor has been elected or upon the officer's death, resignation, or removal.

Section 3.2 Chair of the Board of Trustees

3.2.1. The Chair shall preside at the meetings of the Board and shall discharge the duties that ordinarily pertain to that office. In the absence of the President, the Chair may direct the Treasurer to execute all contracts and instruments usually signed by the President.

Section 3.3 Vice Chair of the Board of Trustees

3.3.1. In the absence of the Chair of the Board at a Board of Trustees meeting, the Vice Chair shall preside.

Section 3.4 Secretary of the Corporation

3.4.1. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be the custodian of the corporate minutes and reports of all committees of the Board and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the College or by the Board of Trustees.

Section 3.5 Treasurer

3.5.1 The Treasurer shall hold evidence of ownership of property belonging to the

Corporation and the Treasurer shall hold all income from current operations of the College and cause the same to be deposited in such accounts and in such bank or banks or financial institutions as the Board of Trustees may determine from time to time.

3.5.2 All tuition fees and other funds of the College, or evidence of the same, shall be received by the Treasurer. All such monies shall be held in a bank or banks, other financial institutions, or otherwise invested in accordance with the vote and approval of the Board of Trustees and shall be maintained and clearly identified as accounts of Westminster College.

3.5.3 The Treasurer shall pay, under a budget approved by the Board, all bills contracted by the College, collect all tuition fees and other current accounts due the College or its departments, and keep books of account fully setting forth financial transactions of the College.

3.5.4 At the annual meeting of the Board, the Treasurer shall submit to the Board of Trustees the College's annual audit report as prepared by the certified public accountants approved by the Board.

Section 3.6 Removal of Corporate Officers

3.6.1 Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. In the event of the removal, resignation, death or physical or mental incapacity of an officer of the Corporation, other than the Chair of the Board, the Chair of the Board, in consultation with the President of the College, shall appoint an acting officer to serve pending the next meeting of the Board.

ARTICLE IV - COMMITTEES OF THE BOARD OF TRUSTEES

Section 4.1 Duties of the Committees of the Board of Trustees

The Board of Trustees shall form such committees as it deems appropriate to conduct effectively the mission and business of the Board. With the exception of the Executive Committee of the Board of Trustees and the Investment Committee of the Board of Trustees, the duties of the Committees set forth in these Bylaws are to advise and make recommendations to the Board of Trustees.

Section 4.7 Standing Committees of the Board

4.7.1 The Executive Committee of the Board of Trustees shall be a standing committee.

Section 4.8 Executive Committee of the Board of Trustees

4.8.1 The Executive Committee of the Board of Trustees shall comprise the following Trustees: the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Chairs of Board Committees, the President and one or more other Trustees chosen at large. The Chair of the Board of Trustees shall be the Chair of the Executive Committee.

4.8.2 The Executive Committee shall perform the following duties:

Represent the Board of Trustees in the intervals between Board meetings on actions which must be final and approved prior to the next meeting of the Board and on matters as delegated by the Board of Trustees to the Executive Committee, except to the extent prohibited by these Bylaws and the Utah Revised Nonprofit Corporation

Act 2000, and any subsequent amendments or successor thereto;

Report all Executive Committee actions in full to the Board of Trustees at the first Board of Trustees meeting after the date of the Executive Committee's actions.

4.8.3 All such Executive Committee actions shall be the final and official actions of the Corporation, unless the Board of Trustees is responsible for final action on the matter pursuant to the terms of these Bylaws or the Executive Committee indicates that its action is a recommendation to the Board of Trustees.

ARTICLE V - OFFICERS OF THE COLLEGE

Section 5.1 Officers of the College

5.1.1. The President of the College is an Officer of the College and shall appoint such other Officers of the College as the President chooses.

5.1.2. The Officers of the College shall have the responsibility as directed by the President to conduct the business and affairs of the College in a manner consistent with these Bylaws and the policies adopted by the Board of Trustees from time to time.

Section 5.2 President

5.2.1. The President of the College shall be selected by the Board of Trustees and may be removed from office only by the Board of Trustees.

5.2.2. The President of the College shall be the spokesperson for educational policy, the chief executive officer of the College, and the President of the faculty and shall exercise such leadership and supervision of the college's administrative officers, faculty, agents, and employees as will promote the efficiency and effectiveness of each department of the College as a whole. The President shall have power on behalf of the Trustees, to perform all acts and execute all documents to carry out the actions of the Board. The President shall be responsible only to the Board.

5.2.3. The Board empowers the President to employ and discharge faculty, administrative officers, and other employees in the conduct of the business of the College, to determine their salaries and other terms and conditions of employment, and to manage the affairs of the College on a day-to-day basis.

5.2.4. The President shall administer the governance of the College with the purpose of promoting the advancement of the College. The President shall have general charge of all aspects of College life, and shall be the final authority in cases of discipline and removal.

5.2.5. The President shall annually report to the Board on the status of the College, and at such other times as the Board requests, the President shall present for consideration such measures as they or the Board shall deem necessary or expedient for the welfare of the College.

5.2.6. In the case of a vacancy in the office of the President or inability of the President to serve, the Chair of the Board may appoint an acting President. In the event of a permanent vacancy in the office, the Chair shall designate a special committee of the Board to search for and nominate a successor. In case of temporary Presidential absence, the President in consultation with the Chair will appoint someone to act for the President.

ARTICLE VI - TAXABLE YEAR, ACCOUNTING METHOD AND TAX STATUS

Section 6.1 Taxable Year and Accounting Method

6.1.1. The fiscal and taxable year of the Corporation shall be determined from time to time by the Board of Trustees. The books of account of the Corporation shall be maintained and its income, gains, losses, deductions and credits shall be reported, for financial and tax-accounting purposes, in accordance with such method as shall be determined by the Board of Trustees, which method shall be applied consistently and in accordance with generally accepted principles of accounting. The Board of Trustees may at any time change its election of fiscal and taxable year or method of fiscal and tax accounting, provided such change is in accordance with applicable law and regulation and is consistent with sound accounting principles.

Section 6.2 Tax Status

6.2.1. The Corporation shall qualify for tax-exempt status under United States and Utah law. The existence of such tax-exempt status is of the essence of the Corporation, and the Articles of Incorporation and these Bylaws shall be construed or amended as necessary to conform them to the tax-exempt requirements of the laws of the United States and the State of Utah. The Trustees shall do all else which may be necessary and appropriate from time to time in procuring and maintaining a tax-exempt status for the Corporation.

ARTICLE VII - DISSOLUTION

The Corporation and its assets are irrevocably committed to the charitable and tax-exempt purposes recited in the Articles of Incorporation. Upon the dissolution and liquidation of the Corporation, the Board of Trustees shall distribute any assets of the Corporation remaining after the discharge of all liabilities of the Corporation to one or more organizations or institutions as the Board in its discretion shall determine, provided that any such organization or institution is then a qualified, tax-exempt organization under the laws of the United States and the State of Utah.

ARTICLE VIII - INDEMNIFICATION

Section 8.1 Authority to Indemnify Trustees of the Corporation

8.1.1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Trustee, against liability incurred by the person in connection with such action, suit, or proceeding, if:

The person's conduct was in good faith;

The person reasonably believed that their conduct was in, or not opposed to, the Corporation's best interests;

The person's acts or omissions were not the result of intentional misconduct; and

In the case of a criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.

8.1.2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, be determinative that

the Trustee or former Trustee did not meet the standard of conduct described in Section 8.1.1. of these Bylaws.

8.1.3. The Corporation shall not indemnify a Trustee or former Trustee under Section 8.1 of these Bylaws:

In connection with a proceeding by or in the right of the Corporation in which the Trustee or former Trustee was adjudged liable to the Corporation; or

In connection with any other proceeding charging that the Trustee or former Trustee derived an improper personal benefit, whether or not involving action in the Trustee's or former Trustee's official capacity, in which proceeding the Trustee or former Trustee was adjudged liable on the basis that they derived an improper personal benefit.

8.1.4. The indemnification permitted under Section 8.1 of these Bylaws in connection with a proceeding by or in the name of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 8.2 Mandatory Indemnification of Trustees

8.2.1 The Corporation shall indemnify a Trustee or former Trustee who was successful, on the merits or otherwise, in the defense of any proceeding, or in the defense of any claim, issue, or matter in the proceeding, to which the Trustee or former Trustee was a party because the Trustee is or was a Trustee of the Corporation, against reasonable expenses incurred by the Trustee or former Trustee in connection with the proceeding or claim with respect to which the Trustee or former Trustee has been successful.

Section 8.3 Advance of Expenses for Trustees

8.3.1. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Trustee or former Trustee who is a party to a proceeding in advance of final disposition of the proceeding if:

The Trustee or former Trustee furnishes the Corporation a written affirmation of the Trustee's or former Trustee's good faith belief that the Trustee or former Trustee has met the standard of conduct described in Section 8.1 of these Bylaws;

(b) The Trustee or former Trustee furnishes to the Corporation a written undertaking, executed personally or on the Trustee's or former Trustee's behalf, to repay the advance if it is ultimately determined that the Trustee or former Trustee did not meet the standard of conduct described in Section 8.1 of these Bylaws; and

A determination is made that the facts then known to those making the determination would not preclude indemnification under Article VIII of these Bylaws.

8.3.2. The undertaking required by Section 8.3.1. (b) of these Bylaws must be an unlimited general obligation of the Trustee or former Trustee but need not be secured and may be accepted without reference to financial ability to make repayment.

8.3.3. Determinations and authorizations of payments under Section 8.3 of these Bylaws shall be made in the manner specified in Section 8.5 of these Bylaws.

Section 8.4 Court-Ordered Indemnification of Trustees

A Trustee or former Trustee of the Corporation who is or was a party to a proceeding may apply for court-ordered indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

Section 8.5 Determination and Authorization of Indemnification of Trustees

8.5.1. The Corporation shall not indemnify a Trustee or former Trustee under Section 8.1 of these Bylaws unless authorized and a determination has been made in the specific case that indemnification of the Trustee or former Trustee is permissible in circumstances because the Trustee or former Trustee has met the standard of conduct set forth in Section 8.1 of these Bylaws and as determined by a disinterested quorum of the Board of Trustees.

8.5.2. The Corporation shall not advance expenses to a Trustee or former Trustee under Section 8.3 of these Bylaws unless authorized in the specific case after the written affirmation and undertaking required by Section 8.3.1. (a) and Section 8.3.1. (b) are received and the determination required by Section 8.3.1. (c) has been made.

8.5.3. The determinations and authorizations required by Section 8.5.1 and Section 8.5.2 of these Bylaws shall be made by the Board of Trustees, the Executive Committee of the Board of Trustees, or by special legal counsel appointed by the Board of Trustees.

Section 8.6 Indemnification of Officers, Employees, Fiduciaries, and Agents of the Corporation

8.6.1. An Officer of the Corporation is entitled to mandatory indemnification under Section 8.2 of these Bylaws, and is entitled to apply for court-ordered indemnification under Section 8.4 of these Bylaws.

8.6.2. The Corporation may indemnify and advance expenses to an Officer, fiduciary, or agent of the Corporation to the same extent as to a Trustee or former Trustee.

8.6.3. The Corporation may indemnify and advance expenses to an Officer, fiduciary, or agent of the Corporation to a greater extent than as to a Trustee or former Trustee if such indemnification is not prohibited by these Bylaws, the Corporation's Articles of Incorporation or any action taken by the Board of Trustees.

Section 8.7 Insurance

8.7.1. The Corporation will purchase and maintain liability insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify such a person against such liability under Article VIII of these Bylaws.

ARTICLE IX - CONFLICT OF INTEREST POLICY

Section 9.1 Conflict of Interest

9.1.1. A potential conflict of interest is a situation that involves a personal, familial, or business relationship between a Trustee or corporate Officer and the College. Trustees and corporate Officers have a fiduciary responsibility to ensure that they do not use or be perceived as using their position with the Corporation to acquire financial gain or to secure special privileges or exemptions for themselves or others, except as may be explicitly allowed by the Board of Trustees upon disclosure. Trustees and Officers should not knowingly receive, accept, take, seek, or solicit, directly or indirectly, any gift or loan for themselves or others if the gift or loan would tend to influence them in the discharge of their duties.

9.1.2. All members of the Board of Trustees and all Officers of the Corporation shall comply with the Board's Conflict of Interest policy, as set forth in a separate and comprehensive policy statement.

9.1.3. All members of the Board of Trustees and all Officers of the Corporation will be required to sign an annual disclosure statement. The Conflict of Interest policy and the disclosure statement will be made part of the materials distributed to a prospective Trustee prior to acceptance of nomination and consideration by the Board.

ARTICLE X - AMENDMENT

The Articles of Incorporation may not be amended except by a two-thirds (2/3) vote of the Trustees present at a special, regular, or annual meeting duly called and with proper notice given. These Bylaws may not be amended or repealed and new Bylaws adopted except by a two-thirds (2/3) vote of Trustees present at a regular, special or annual meeting duly called and proper notice given. Any such amendments shall be consistent with the expressed purpose of the Corporation and shall not be such as to prevent the Corporation from receiving or retaining a tax-exempt status.

1.3 By-Laws of Westminster College

It is also a matter of interest to faculty of Westminster College to know the By-Laws that the Board of Trustees has adopted consistent with its authority under the Articles of Incorporation. The By-Laws currently in force follow:

WESTMINSTER COLLEGE

BYLAWS

Adoption Date: January 27, 2006

PREAMBLE

Westminster College, a Utah nonprofit Corporation ("Corporation"), is a corporate successor in all respects to the powers, privileges, and obligations granted to the original incorporators and/or their successors under the Articles of Incorporation of Sheldon Jackson College, dated 9 January, 1896, under amendments to the Articles of Incorporation dated 9 September, 1899, 10 June, 1902, 25 August, 1910, 30 August, 1945, 21 April, 1954, 10 June, 1961, and 20 February, 1968, and under any subsequent amendments to the Charter and Bylaws including, but not limited to, the Amendment to the Charter dated January 17, 1983, changing the institution's name to Westminster College of Salt Lake City and the Articles of Amendment to the Articles of Incorporation and the Restated Articles of Incorporation, both dated September 11, 1998, changing the name of the college to the original name of Westminster College. The Corporation owns the assets of and operates Westminster College as an undergraduate and graduate institution of higher education ("College").

ARTICLE I - OFFICES

The principal office of the Corporation shall be at such location as the Board of Trustees shall from time to time direct. The Corporation may have more than one office as its affairs require. The registered office of the Corporation as required by the Utah Revised Nonprofit Corporation Act of 2000 shall be maintained in the State of Utah at 1840 South 1300 East, Salt Lake City, Utah 84105.

ARTICLE II - BOARD OF TRUSTEES

Section 2.1 Composition of the Board of Trustees

2.1.1. The Board of Trustees shall be composed of not less than eighteen (18) or more than forty (40) Trustees. The Board of Trustees shall elect Trustees to serve as Chair and Vice Chair of the Board of Trustees.

2.1.2. The President of the College shall be a Trustee, unless the President of the College declines to serve in that position. As a Trustee, the President of the College shall possess the same rights, powers, privileges, and obligations as every other Trustee serving on the Board of Trustees. Except for the President of the College, no employee or student of the College shall be eligible to serve as a Trustee.

2.1.5. The names and addresses of Trustees presently serving on the Board of Trustees, as well as the date upon which each Trustee's term of office expires, shall be maintained by the Secretary of the Corporation.

Section 2.2 Election, Qualification, and Term of Office of Trustees

2.2.1. Elections for Trustees may be conducted at the annual meeting, at any regular meeting of the Board of Trustees or at any special meeting of the Board of Trustees expressly convened for that purpose.

2.2.2. Candidates for the office of Trustee shall be nominated by the Committee of the Board charged with this responsibility. Nominees qualified to stand for election shall be elected to the office of Trustee upon receiving a majority of votes cast by a quorum of the Board of Trustees.

2.2.3. The term of office of each Trustee shall commence immediately following the Trustee's election. Each Trustee's term of office generally will be three (3) years from the most recently conducted meeting of the Board of Trustees, unless the appointment is for a term of one or two years. The Trustee's term of office shall expire immediately following the completion of the election of Trustees at the annual meeting of the Board of Trustees held in the year in which such Trustee's term of office is to expire.

2.2.4. Incumbent Trustees or former Trustees may be re-elected to the office of Trustee, but must be re-nominated.

2.2.5. Trustees may resign by giving written notice to the Chair of the Board of Trustees. The Trustee's resignation will be effective as of the date of the written notice.

2.2.6. The Board of Trustees may remove any Trustee from office as a Trustee with or without cause via an affirmative vote of two-thirds of the entire voting membership of the Board of Trustees.

Section 2.3 Duties of Trustees

2.3.1. Trustees shall actively participate in all Board of Trustee business, including fulfilling all Committee assignments to which the Trustee may be assigned. Trustees shall attend and participate in all annual, regular and special meetings of the Board of Trustees, including all meetings of those Committees of which the Trustee is a member, unless the Trustee's absence has been excused by the Chair of the Board of Trustees or, in the case of a Committee meeting, the Chair of that Committee.

Section 2.4 General Powers of the Board of Trustees

2.4.1. The Board of Trustees shall exercise all corporate powers and make all necessary policies and regulations governing the business of the Corporation and the management of the College. The Board's primary functions shall be policy making and responsibility for sound management of the Corporation's resources. The Board shall determine the general educational and financial policies of the College, and shall have the power to carry out any other functions that are permitted by these Bylaws or by the Articles of Incorporation, and as authorized by the Utah Revised Nonprofit Corporation Act of 2000 (Utah Code Ann. §§ 16-6a-101 et. seq.), and any subsequent amendments or successor thereto.

Section 2.5 Delegable Powers of the Board of Trustees

2.5.1. The Board of Trustees may elect standing or temporary committees of the Board of Trustees to exercise the authority and powers of the Board of Trustees except with respect to those powers described in Section 2.6 of these Bylaws. The Board of Trustees may terminate any such delegated authority at any time.

2.5.2. The designation and appointment of any Committee by the Board of Trustees and the delegation thereto of authority pursuant to Section 2.5.1. of these Bylaws shall not operate to relieve the

Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or upon the Trustee by the Corporation or by law.

2.5.3. In fulfilling its obligations as the governing body of the College, the Board of Trustees may assign such responsibilities as the Board of Trustees deems necessary to the President to delegate to appropriate officers, administrators, and faculty of the College, or to any other persons whose services and expertise the Board of Trustees determines will be beneficial to the College. Such assignment may include authority to develop policy designed to implement the general principles determined by the Board of Trustees, and/or to serve on the various Committees of the Board of Trustees. The Board of Trustees may terminate any such delegated authority at any time.

2.5.4. The Board of Trustees may empower the President, the Treasurer of the Corporation, and other employees of the College, as necessary and appropriate, to execute documents for the purpose of borrowing money for and in the name of the Corporation, to issue obligations for such borrowed money, and to invest the money or assets of the Corporation.

2.5.5. A Trustee or a member of any Committee designated by the Board of Trustees shall be entitled to rely in good faith upon the records of the Corporation and the reports, information or opinions presented to the Corporation by its officers or employees, Board Committees, or any other person with respect to matters within the professional or expert competence of the person.

Section 2.6 Reserved Powers of the Board of Trustees

2.6.1. In no event shall any Committee of the Board of Trustees, any officer, employee, fiduciary or agent of the Corporation, or any other person, have the authority of the Board of Trustees in reference to:

- (1) Amending, altering or repealing the Bylaws of the Corporation;
- (2) Electing, appointing, or removing any member of a Committee or any Trustee or Officer of the Corporation;
- (3) Amending the Articles of Incorporation of the Corporation;
- (4) Adopting a plan of merger or consolidation with another corporation;
- (5) Authorizing the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or the assets of the Corporation;
- (6) Authorizing the voluntary dissolution of the Corporation or revoke proceedings thereof;
- (7) Adopting a plan for the distribution of the assets of the Corporation on dissolution;
- (8) Approving annual budgets for the College;
- (9) Amending or repealing any resolution of the Board of Trustees;
- (10) Selecting and terminating the appointment of the President of the College; or
- (11) Any other nondelegable power enumerated by the Utah Revised Nonprofit Corporation Act of 2000, and any subsequent amendments or successor thereto.

Section 2.7 Annual and Regular Meetings of the Board of Trustees

2.7.1. The annual meeting of the Board of Trustees shall be held each year at the principal office of the Corporation or such other place as may be determined by the Board of Trustees. The Board of Trustees will also hold regular meetings each year at such other times and intervals and at such other places, as may be determined by the Board of Trustees. In the absence of the designation of a place, meetings shall be held at the principal office of the Corporation.

Section 2.8 Special Meetings of the Board of Trustees

2.8.1. Special meetings of the Board of Trustees shall be held at the call of the Chair of the Board of Trustees, or in the Chair's absence, the Vice-Chair, or of one-third (1/3) of the Trustees at such place, as designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

Section 2.9 Notice of Meetings of the Board of Trustees

2.9.1. Notice of any regular or special meeting shall be given at least fourteen (14) days prior thereto by written notice delivered personally or delivered by confirmed air courier, telegram, facsimile transmission ("fax"), first class mail, or via electronic mail, if available, to each trustee at such trustee's home or business address. If sent by confirmed air courier, such notice shall be deemed to be given either on the date the notice is actually received by the trustee or on the business day on which delivery is made at such address as confirmed by the air courier, whichever date is earlier. If mailed, such notice shall be deemed to be given either on the date the notice is actually received by the trustee or on the third business day following the date which it is deposited in a first-class postage-prepaid envelope in the United States mail addressed to such trustee's home or business address, whichever date is earlier. If given by telegram, such notice shall be deemed to be given on the earlier to occur of the date actually received by the trustee or the business day following the date on which it is delivered to the telegraph company. If given by fax or electronic mail, such notice shall be deemed to be given upon the date it is actually received by the addressee. Any trustee may waive notice of a meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.10 Quorum and Manner of Acting

2.10.1. A majority of the membership of the Board of Trustees shall constitute a quorum of the Board for the transaction of business during the meetings of Board of Trustees. The Secretary of the Corporation shall keep minutes of Board of Trustees meetings and Executive Committee meetings as an official record of Corporation business. For purposes of determining the presence of a quorum, trustees will be counted if represented in person or by proxy.

Section 2.11 Consent to Action Without Meeting

2.11.1. Any action required to be taken or which may be taken at a meeting of the Trustees may be taken without a meeting and without notice or waiver thereof if a consent in writing, which may be contained in a single document or may be contained in more than one document so long as the documents in the aggregate contain the required signatures, setting forth the action taken or to be taken, shall be signed by all of the Trustees at any time before or after the intended effective date of such action. Such consent may be mailed, hand-delivered, faxed, or sent via electronic mail to the College. Such consent shall be filed with the minutes of meetings of the Board of Trustees and shall have the same force and effect as a unanimous vote of the Trustees and may be stated as such in any document filed

with the Division of Corporations or in any certificate or document prepared or certified by any Officer of the Corporation for any purpose.

Section 2.12 Presumption of Assent

2.12.1. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless the Trustee's dissent is entered in the minutes of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 2.13 Meetings by Conference Telephone

2.13.1. Trustees may participate in a meeting of the Board or of a Board committee through the use of a conference telephone or similar communications equipment, so long as all members can participate in such meeting. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

Section 2.14 Voting

2.14.1. At any meeting of the Board, Executive Committee, or other committee, each Trustee present at such meeting shall have one vote on any matter. A Trustee having voting rights may vote in person or by proxy executed in writing by the Trustee pursuant to such guidelines as the Board may establish.

Section 2.13 Vacancies

2.13.1. The Board of Trustees may fill a vacancy without calling a meeting by sending out a ballot on new members to Trustees. A majority of all Trustees must vote in the affirmative. Results of the ballot election will be announced at the next board meeting.

ARTICLE III - OFFICERS OF THE BOARD OF TRUSTEES

Section 3.1 Officers of the Board of Trustees and of the Corporation

3.1.1. The Officers of the Board of Trustees and of the Corporation are the Chair, Vice Chair, Treasurer, Secretary and such other officers as the Trustees may determine.

3.1.2. The election of Board and Corporate officers shall take place as needed at the annual meeting of the Board. The Chair shall be elected for a term of three years and all other officers shall be elected for one year. The Chair and Vice Chair shall be chosen from the membership of the Board. The Treasurer and Secretary, as employees of the College, are not members of the Board. Board and corporate officers may be elected to successive terms.

3.1.3. Each officer shall hold office until a successor has been elected or upon the officer's death, resignation, or removal.

Section 3.2 Chair of the Board of Trustees

3.2.1. The Chair shall preside at the meetings of the Board and shall discharge the duties that ordinarily pertain to that office. In the absence of the President, the Chair may direct the Treasurer to execute all contracts and instruments usually signed by the President.

Section 3.3 Vice Chair of the Board of Trustees

3.3.1. In the absence of the Chair of the Board at a Board of Trustees meeting, the Vice Chair shall preside.

Section 3.4 Secretary of the Corporation

3.4.1. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be the custodian of the corporate minutes and reports of all committees of the Board and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the College or by the Board of Trustees.

Section 3.5 Treasurer

3.5.1. The Treasurer shall hold evidence of ownership of property belonging to the Corporation and the Treasurer shall hold all income from current operations of the College and cause the same to be deposited in such accounts and in such bank or banks or financial institutions as the Board of Trustees may determine from time to time.

3.5.2. All tuition fees and other funds of the College, or evidence of the same, shall be received by the Treasurer. All such monies shall be held in a bank or banks, other financial institutions, or otherwise invested in accordance with the vote and approval of the Board of Trustees and shall be maintained and clearly identified as accounts of Westminster College.

3.5.3. The Treasurer shall pay, under a budget approved by the Board, all bills contracted by the College, collect all tuition fees and other current accounts due the College or its departments, and keep books of account fully setting forth financial transactions of the College.

3.5.4. At the annual meeting of the Board, the Treasurer shall submit to the Board of Trustees the College's annual audit report as prepared by the certified public accountants approved by the Board.

Section 3.6 Removal of Corporate Officers

3.6.1. Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. In the event of the removal, resignation, death or physical or mental incapacity of an officer of the Corporation, other than the Chair of the Board, the Chair of the Board, in consultation with the President of the College, shall appoint an acting officer to serve pending the next meeting of the Board.

ARTICLE IV - COMMITTEES OF THE BOARD OF TRUSTEES

Section 4.1 Duties of the Committees of the Board of Trustees

The Board of Trustees shall form such committees as it deems appropriate to conduct effectively the mission and business of the Board. With the exception of the Executive Committee of the Board of Trustees and the Investment Committee of the Board of Trustees, the duties of the Committees set forth in these Bylaws are to advise and make recommendations to the Board of Trustees.

Section 4.7 Standing Committees of the Board

4.7.1. The Executive Committee of the Board of Trustees shall be a standing committee.

Section 4.8 Executive Committee of the Board of Trustees

4.8.1. The Executive Committee of the Board of Trustees shall comprise the following Trustees: the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Chairs of Board Committees, the President and one or more other Trustees chosen at large. The Chair of the Board of Trustees shall be the Chair of the Executive Committee.

4.8.2. The Executive Committee shall perform the following duties:

Represent the Board of Trustees in the intervals between Board meetings on actions which must be final and approved prior to the next meeting of the Board and on matters as delegated by the Board of Trustees to the Executive Committee, except to the extent prohibited by these Bylaws and the Utah Revised Nonprofit Corporation Act 2000, and any subsequent amendments or successor thereto;

Report all Executive Committee actions in full to the Board of Trustees at the first Board of Trustees meeting after the date of the Executive Committee's actions.

4.8.3. All such Executive Committee actions shall be the final and official actions of the Corporation, unless the Board of Trustees is responsible for final action on the matter pursuant to the terms of these Bylaws or the Executive Committee indicates that its action is a recommendation to the Board of Trustees.

ARTICLE V - OFFICERS OF THE COLLEGE

Section 5.1 Officers of the College

5.1.1. The President of the College is an Officer of the College and shall appoint such other Officers of the College as the President chooses.

5.1.2. The Officers of the College shall have the responsibility as directed by the President to conduct the business and affairs of the College in a manner consistent with these Bylaws and the policies adopted by the Board of Trustees from time to time.

Section 5.2 President

5.2.1. The President of the College shall be selected by the Board of Trustees and may be removed from office only by the Board of Trustees.

5.2.2. The President of the College shall be the spokesperson for educational policy, the chief executive officer of the College, and the President of the faculty and shall exercise such leadership and supervision of the college's administrative officers, faculty, agents, and employees as will promote the efficiency and effectiveness of each department of the College as a whole. The President shall have power on behalf of the Trustees, to perform all acts and execute all documents to carry out the actions of the Board. The President shall be responsible only to the Board.

5.2.3. The Board empowers the President to employ and discharge faculty, administrative officers, and other employees in the conduct of the business of the College, to determine their salaries and other terms and conditions of employment, and to manage the affairs of the College on a day-to-day basis.

5.2.4. The President shall administer the governance of the College with the purpose of promoting the advancement of the College. The President shall have general charge of all aspects of College life, and shall be the final authority in cases of discipline and removal.

5.2.5. The President shall annually report to the Board on the status of the College, and at such other times as the Board requests, the President shall present for consideration such measures as they or the Board shall deem necessary or expedient for the welfare of the College.

5.2.6. In the case of a vacancy in the office of the President or inability of the President to serve, the Chair of the Board may appoint an acting President. In the event of a permanent vacancy in the office, the Chair shall designate a special committee of the Board to search for and nominate a successor. In case of temporary Presidential absence, the President in consultation with the Chair will appoint someone to act for the President.

ARTICLE VI - TAXABLE YEAR, ACCOUNTING METHOD AND TAX STATUS

Section 6.1 Taxable Year and Accounting Method

6.1.1. The fiscal and taxable year of the Corporation shall be determined from time to time by the Board of Trustees. The books of account of the Corporation shall be maintained and its income, gains, losses, deductions and credits shall be reported, for financial and tax-accounting purposes, in accordance with such method as shall be determined by the Board of Trustees, which method shall be applied consistently and in accordance with generally accepted principles of accounting. The Board of Trustees may at any time change its election of fiscal and taxable year or method of fiscal and tax accounting, provided such change is in accordance with applicable law and regulation and is consistent with sound accounting principles.

Section 6.2 Tax Status

6.2.1. The Corporation shall qualify for tax-exempt status under United States and Utah law. The existence of such tax-exempt status is of the essence of the Corporation, and the Articles of Incorporation and these Bylaws shall be construed or amended as necessary to conform them to the tax-exempt requirements of the laws of the United States and the State of Utah. The Trustees shall do all else which may be necessary and appropriate from time to time in procuring and maintaining a tax-exempt status for the Corporation.

ARTICLE VII - DISSOLUTION

7.1.1. The Corporation and its assets are irrevocably committed to the charitable and tax-exempt purposes recited in the Articles of Incorporation. The Board of Trustees has the authority to dissolve the Corporation upon a vote to do so by a majority of the Trustees. The Board of Trustees may condition the effectiveness of the dissolution on any basis. The Corporation shall give notice to each Trustee of the meeting at which the proposal to dissolve will be voted on. This notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposal to dissolve the Corporation and it must be accompanied by a copy of the proposal and a summary of the proposal. Upon dissolution of the Corporation, the Board of Trustees shall distribute any assets of the Corporation remaining after the discharge of all liabilities of the Corporation to one or more organizations or institutions as the Board in its discretion shall determine, provided that any such organization or institution is then a qualified, tax-exempt organization under the laws of the United States and the State of Utah.

ARTICLE VIII - INDEMNIFICATION

Section 8.1 Authority to Indemnify Trustees of the Corporation

8.1.1. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative ("proceeding"), because the person is or was a Trustee, against liability incurred in the proceeding if:

The person's conduct was in good faith;

The person reasonably believed that their conduct was in, or not opposed to, the Corporation's best interests, including any conduct with respect to any employee benefit plan;

The person's acts or omissions were not the result of intentional misconduct; and

In the case of a criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.

8.1.2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, is not, of itself, determinative that the Trustee or former Trustee did not meet the standard of conduct described in Section 8.1.1. of these Bylaws.

8.1.3. The Corporation shall not indemnify a Trustee or former Trustee:

In connection with a proceeding by or in the right of the Corporation in which the Trustee or former Trustee was adjudged liable to the Corporation; or

In connection with any other proceeding charging that the Trustee or former Trustee derived an improper personal benefit, whether or not involving action in the Trustee's or former Trustee's official capacity, in which proceeding the Trustee or former Trustee was adjudged liable on the basis that they derived an improper personal benefit.

8.1.4. The indemnification permitted under these Bylaws in connection with a proceeding by or in the name of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 8.2 Mandatory Indemnification of Trustees

8.2.1. The Corporation shall indemnify a Trustee or former Trustee whose conduct was with respect to any employee benefit plan against reasonable expenses incurred by the Trustee or former Trustee in connection with the proceeding or claim in which the Trustee was successful.

8.2.2. The Corporation shall indemnify a Trustee or former Trustee against reasonable expenses who was successful on the merits or otherwise, in the defense of any proceeding to which the Trustee or former Trustee was a party because the Trustee is or was a Trustee of the Corporation, or successful in the defense of any claim, issue, or matter in the proceeding, to which the Trustee or former Trustee was a party because the Trustee is or was a Trustee of the Corporation.

Section 8.3 Advance of Expenses for Trustees

8.3.1. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Trustee or former Trustee who is a party to a proceeding in advance of final disposition of the proceeding if:

The Trustee or former Trustee furnishes the Corporation a written affirmation of the Trustee's or former Trustee's good faith belief that the Trustee or former Trustee has met the standard of conduct described in these Bylaws;

The Trustee or former Trustee furnishes to the Corporation a written undertaking, executed personally or on the Trustee's or former Trustee's behalf, to repay the advance if it is ultimately determined that the Trustee or former Trustee did not meet the standard of conduct described in these Bylaws; and

A determination is made that the facts then known to those making the determination would not preclude indemnification under these Bylaws.

8.3.2. The undertaking required by Section 8.3.1. (b) of these Bylaws shall be an unlimited general obligation of the Trustee or former Trustee, but need not be secured and may be accepted without reference to financial ability to make repayment.

8.3.3. Determinations and authorizations of payments under Section 8.3 of these Bylaws shall be made in the manner specified in Section 8.5 of these Bylaws.

Section 8.4 Court-Ordered Indemnification of Trustees

8.4.1. A Trustee or former Trustee of the Corporation who is or was a party to a proceeding may apply for court-ordered indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

Section 8.5 Determination and Authorization of Indemnification of Trustees

8.5.1. The Corporation may not indemnify a Trustee or former Trustee ("Trustee") under Section 8.1 of these Bylaws unless authorized in the specific case after a determination has been made

that indemnification of the Trustee is permissible in the circumstances because the Trustee has met the standard of conduct set forth in these Bylaws.

8.5.2. The Corporation may not advance expenses to a Trustee under Section 8.3 of these Bylaws unless authorized in the specific case after the written affirmation and undertaking required by Section 8.3.1. (a) and Section 8.3.1. (b) are received and the determination required by Section 8.3.1. (c) has been made.

8.5.3. The determinations and authorizations required by Section 8.5.1. and Section 8.5.2. of these Bylaws shall be made:

- 8.5.3.1. by the Board of Trustees by a majority vote of those present at a meeting at which a quorum is present if only those Trustees not parties to the proceeding are counted in satisfying the quorum;
 - 8.5.3.1.1. if a quorum cannot be obtained under 8.5.3.1, then, by a majority vote of a committee of the Board :
 - 8.5.3.1.1.1. designated by the Board: and
 - 8.5.3.1.1.2. consisting of two or more directors not parties to the proceeding; or
 - 8.5.3.1.1.3. by persons listed in 8.5.3.2.
- 8.5.3.2. The Trustees who are parties to the proceeding may participate in the designation of the Trustees for the committee described in 8.5.3.1.1.
- 8.5.3.3. The determination required to be made by § shall be made by a person described in § if:
 - 8.5.3.3.1. a quorum cannot be obtained in accordance with §; and
 - 8.5.3.3.2. a committee cannot be established under § ; or
 - 8.5.3.3.3. even if a quorum is obtained or a committee is designated, a majority of the Trustees constituting the quorum or committee directs.
 - 8.5.3.3.4. If a condition described in § is met, the determination required to be made by § shall be made:
 - 8.5.3.3.4.1. by independent legal counsel selected by:
 - 8.5.3.3.4.1.1. a vote of the Board of Trustees or the committee in the manner specified in §; or
 - 8.5.3.3.4.1.2. if a quorum of the full Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Trustees, or
 - 8.5.3.3.4.1.3. by the voting members, but a voting member may not vote on the determination if the voting members is:
 - 8.5.3.3.4.1.3.1. a director, and
 - 8.5.3.3.4.1.3.2. at the time seeking indemnification.
- 8.5.3.3.5. Except as provided in §, an authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible.
- 8.5.3.3.6. Notwithstanding §, above, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected the independent legal counsel.

Section 8.6 Indemnification of Officers, Employees, Fiduciaries, and Agents of the Corporation

8.6.1. An Officer of the Corporation is entitled to mandatory indemnification under Section 8.2 of these Bylaws, and is entitled to apply for court-ordered indemnification under Section 8.4 of these Bylaws.

8.6.2. The Corporation may indemnify and advance expenses to an Officer, employee, fiduciary, or agent of the Corporation to the same extent as to a Trustee or former Trustee.

8.6.3. The Corporation may indemnify and advance expenses to an Officer, fiduciary, or agent of the Corporation to a greater extent than as to a Trustee, provided that doing so is not inconsistent with public policy.

Section 8.7 No Limitation for Reimbursement of Expenses when Appearing as a Witness

8.7.1. This § does not limit the Corporation's power to pay or reimburse expenses incurred by a Trustee in connection with the Trustee's appearance as a witness in a proceeding at a time when the Trustee has not been made a named defendant or respondent to the proceeding.

Section 8.8 Notice to Board of Indemnification of Trustee

8.8.1. If the Corporation indemnifies or advances expenses to a Trustee in connection with a proceeding by or in the right of the Corporation, the Corporation shall give written notice of the indemnification or advance to the voting members with or before the notice of the next voting members' meeting.

8.8.2. If the next voting member action after the indemnification or advance is taken without a meeting at the instigation of the Board of Trustees, the notice shall be given to the voting members at or before the time the first voting member signs a written consent to the action.

Section 8.7 Insurance

8.7.1. The Corporation will purchase and maintain liability insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify such a person against such liability under Article VIII of these Bylaws.

ARTICLE IX - CONFLICT OF INTEREST POLICY

Section 9.1 Conflict of Interest

9.1.1. A potential conflict of interest is a situation that involves a personal, familial, or business relationship between a Trustee or corporate Officer and the College. Trustees and corporate Officers have a fiduciary responsibility to ensure that they do not use or be perceived as using their position with the Corporation to acquire financial gain or to secure special privileges or exemptions for themselves or others, except as may be explicitly allowed by the Board of Trustees upon disclosure. Trustees and Officers should not knowingly receive, accept, take, seek, or solicit, directly or indirectly, any gift or loan for themselves or others if the gift or loan would tend to influence them in the discharge of their duties.

9.1.2. All members of the Board of Trustees and all Officers of the Corporation shall comply with the Board's Conflict of Interest policy, as set forth in a separate and comprehensive policy statement.

9.1.3. All members of the Board of Trustees and all Officers of the Corporation will be required to sign an annual disclosure statement. The Conflict of Interest policy and the disclosure statement will be made part of the materials distributed to a prospective Trustee prior to acceptance of nomination and consideration by the Board.

ARTICLE X - AMENDMENT

The Articles of Incorporation may not be amended except by a two-thirds (2/3) vote of the Trustees present at a special, regular, or annual meeting duly called and with proper notice given. These Bylaws may not be amended or repealed and new Bylaws adopted except by a two-thirds (2/3) vote of Trustees present at a regular, special or annual meeting duly called and proper notice given. Any such amendments shall be consistent with the expressed purpose of the Corporation and shall not be such as to prevent the Corporation from receiving or retaining a tax-exempt status.

I, Kelly De Hill, being the Secretary of the Board of Trustees of Westminster College, do hereby certify the foregoing to be the Amended and Restated Bylaws of the Corporation, as adopted at the meeting of the Board of Trustees held on the eleventh day of September, 1998.

DATED the 27th day of January, 2006.

Kelly De Hill
Secretary of the Board of Trustees
Westminster College

1.4 Mission Statement

WESTMINSTER COLLEGE MISSION STATEMENT

Westminster College is a private, independent college dedicated to student learning. We offer professional and liberal arts courses of study for undergraduates, as well as selected graduate programs. We are a community of learners with a long and honored tradition of caring deeply about students and their education. Students are challenged to experiment with ideas, raise questions, critically examine alternatives, and make informed decisions. We encourage students to accept responsibility for their own learning, to discover and pursue their passions, and to act with responsibility.

Our purposes are to prepare students to lead lives of learning, accomplishment, and service and to help them develop skills and attributes critical for success in a rapidly changing world. We do this by offering distinctive academic programs that emphasize theory and practice and encourage active, experiential, collaborative, and cross-disciplinary learning. We work to pursue excellence while promoting inclusiveness and respect for differences.

CORE VALUES

As members of the Westminster College community, we are committed to the following values:

- Impassioned teaching and active learning
- Respect for diverse people and perspectives
- Collaboration and teamwork
- Personal and social responsibility
- College-wide excellence
- High ethical standards

VISION

We will be nationally recognized as an exemplary community of learners, distinguished by our distinctive educational programs, our record of preparing graduates for success in a rapidly changing world, and our commitment to continuous improvement, effectiveness, and value.

EDUCATIONAL GOALS

Our goal is to distinguish the College by preparing "Graduates of Westminster College"—graduates who have developed skills and attributes crucial for success.

"Graduates of Westminster College" will achieve the following college-wide learning goals:

- Critical, analytical, and integrative thinking
- Creative and reflective capacities
- Leadership, collaboration, and teamwork
- Writing and other communication skills
- Global consciousness, social responsibility, and ethical awareness

Approved by faculty, December 5, 2003

Approved by Board of Trustees, January 30, 2004

Chapter 2

ADMINISTRATIVE ORGANIZATION OF WESTMINSTER COLLEGE

2.1 Overview

This chapter briefly describes the principal academic officers. It then details the duties and responsibilities of deans and explains the process for removing deans from their administrative positions. It concludes with the administrative roles of faculty, including duties and responsibilities they may fulfill as administrators.

2.2 Organizational Charts and Job Descriptions

Organizational charts, both academic and nonacademic, are available in the office of the Vice President for Finance and Administrative Services; and job descriptions for all administrative officers, both academic and nonacademic, are available in the office of the Director of Human Resources.

2.3 Board of Trustees

Chapter 1 details the role of the Board of Trustees. The Board of Trustees is the legal governing body of Westminster College. As such, it is the final institutional authority in all matters. It grants all degrees awarded by the College, on recommendation of the faculty; approves instructional programs; selects professors and instructors and determines the services and salaries of all officers and employees; regulates the admission, discipline and dismissal, or graduation of all students; and may select from its own membership an Executive Committee and such other committees as it sees fit.

In so doing, it is obligated to direct the financial resources of the College and to relate them to the likely needs of the future, and to assure that the heritage of the College continues to inspire the institution. While maintaining a general overview, the Board entrusts the conduct of administration to the president and through the president to other administrative officers of the College. To the faculty, the Board entrusts the conduct of teaching and research. When ignorance or ill will threatens the College or any part of it (for example, an attack on freedom), the Board is available for support of the president, the faculty, or the student body, thereby defending the vested interests of society in Westminster College.

2.4 President

The president of the College is appointed by the Board of Trustees. They are the chief executive officer of the College and president of the faculty. It is the duty of the president to ensure that the standards and procedures of the College

conform to the policies established by the Board of Trustees and to the standards of sound academic practice.

The president administers the governance of the College. With the Board of Trustees, they share the responsibility for maintaining existing institutional resources and creating new resources.

The president may preside at meetings of the faculty or delegate that responsibility to the chief academic officer or to an officer elected by the faculty. The president has the right to speak and vote in faculty meetings

2.5 Academic Officers

2.5.1 Provost and Vice President for Academic Affairs

Appointed by the President, the Provost serves at the pleasure of the President. As the chief academic officer of the College, they are responsible for its academic programs. The Provost is directly responsible to the president for recommending faculty organization, curriculum, and instruction; for new program development; for academic budget preparation; for recruiting new faculty and framing academic personnel recommendations (according to the process described in Chapter 3); and for approving the scheduling of classes. They oversee preparation of contracts for all faculty members and maintenance of academic personnel files. The provost also provides leadership to the schools and their deans in the areas of faculty development, academic enrichment activities, and assessment of student learning.

The Provost may preside at faculty meetings in the absence of the President or if the President so designates, unless the faculty has elected a faculty member to perform that function. In consultation with the Faculty Senate and the President, the Provost may appoint an assistant provost. During the temporary absence or incapacity of the Provost, an associate provost, assistant provost, or one of the deans may perform the duties of the chief academic officer. As an academic officer, they have the right to speak and vote in faculty meetings.

2.5.2 Associate Provost for Student Development

The Associate Provost for Student Development provides leadership and has responsibility for the student services and athletics functions of the College, including personnel supervision and long-range strategic, operational, and budgetary planning. They serve as an advocate for student interests and oversees development and assessment of co-curricular programming designed to enhance student learning. They collaborate with students, staff, faculty, and administration in developing policies and programs that promote student success

and ensure compliance with federal, state, and local regulations. The associate provost has administrative responsibility for the Career Resource Center, START Center, Volunteer Center, student life, residential life, counseling, campus ministry, veteran's affairs, intercollegiate athletics, recreation, and intramurals. They report to the chief academic officer and serves as a member of the president's senior team.

2.5.3 Associate Provost for Institutional Research and Assessment

The Associate Provost for Institutional Research and Assessment serves the Westminster community by organizing, analyzing, interpreting and disseminating information in support of institutional effectiveness, planning, policy formulation, and decision making to help fulfill the stated mission of the college. The associate provost conducts institutional research, administers surveys and analyzes the results and conducts outcomes assessments.

2.5.4 Associate Provost for Integrative Learning

The Associate Provost for Integrative Learning is responsible for stimulating and coordinating the College's efforts to support student learning by increasing the skills and capacities of faculty and staff to integrate college-wide learning goals, coordinating and supporting the work of key educational initiatives and resources, and maximizing the benefits of our external relationships and partnerships to enhance opportunities for student learning. They work with the Director of Educational Assessment and the deans and faculty to strengthen the College's assessment of student learning and to use the results to improve the effectiveness of the College's programs. The associate provost has responsibility for the Library and Information Commons, the Centers for the Environment and Civic Engagement and other initiatives such as the Learning Coalition, Common Ground, and Learning Communities.

2.5.5 Associate Provost for Diversity and Global Learning

The Associate Provost for Diversity and Global Learning will be responsible for developing and implementing college-wide plans to further diversity and internationalize the campus. Reporting to the associate provost is the Director of Student International Services and the Director of Diversity, Student Affairs and Support. They work closely with the College's Diversity Council and the Internationalization Steering Committee along with other related groups.

2.5.6 Director of the Learning Coalition

The Director of the Learning Coalition reports to the Associate Provost for Integrative Learning. They are responsible for working with colleagues across campus to identify, develop and deliver a host of faculty development activities on best practices in higher education in areas such as assessing student learning, active, experiential, collaborative and cross-disciplinary learning, academic program design and technology assisted learning.

2.5.7 Director of Information Services

The Director of Information Services oversees the planning, implementation, and evaluation of academic and administrative computing. They are responsible for leading the information resources area in achieving college-wide goals and objectives and for managing a diverse staff of technologists, web designers, and instructional technologists.. The director of information technology must work closely with faculty, staff, administration, and students to assess needs and help promote the use of technology to enhance teaching and learning and to improve services. Key areas of responsibility subsumed under information resources include the information commons, faculty technology center, administrative computing system, college network and networked software, system security, telephones (voice over Internet protocol), Center for Financial Analysis, student computing lab, computer classrooms and classroom technology, support for hardware and software, and Westminster website. They report to the chief academic officer.

2.5.8 Director for Educational Assessment

The Director for Educational Assessment is responsible for planning and directing the College's assessment efforts. This responsibility includes data collection and analysis focusing on academic programs, student development, and information resources. They also serve as liaison to other divisions of the campus and consults with schools and programs about their assessment plans, as appropriate. The Director reports to the Provost and works closely with the deans, assistant deans, and division/program directors of the College.

2.5.9 The Registrar

The Registrar plans, develops, implements, and evaluates all of the operations of the Registrar's Office in accordance with policies adopted by the faculty and administration. They are responsible for maintaining all student academic records, maintaining and updating the College's degree audit system, coordinating formulation of transfer articulation policy and consistently applying it, processing and tracking graduation applications and implementing graduation requirements in accordance with established College policy, and protecting the rights of privacy of current and former students. They also develop the academic calendar with input from faculty and administrative staff, supervises the preparation of the *Academic Catalog* and class schedules, plans and supervises registration, monitors class sizes and makes recommendations to the chief academic officer, supervises allocation of classroom space and computer labs, and oversees the registrar's office website and online services. They report to the chief academic officer and manages both employees and student workers.

2.5.10 The Director of the Library

The Director of the Library is responsible for maintaining the College book, periodical, video and database collection, and organizing and supervising a staff which provides the usual library services to students and faculty; administers the annual library budget in accordance with College budgetary practice and the requisitions of the faculty; administers the expenditure of any special library gift fund in accordance with the donor's terms; and oversees the College archives. An unranked, voting member of the faculty (Section 3.2.1), they are a voting member of the College Curriculum Committee, a member of the Graduate Education Committee, and an ex officio member of the Teaching and Learning Resources Committee. They report to the Associate Provost for Integrative Learning.

2.6 Academic Organization

The academic programs of Westminster College are administered through schools, each of which offers its own academic majors, minors, and curricula. These schools currently are the Bill and Vieve Gore School of Business, the School of Arts and Sciences, the School of Education, and the Westminster School of Nursing and Health Sciences. The administration determines the number and designation of schools, with the approval of the Board of Trustees. Prior to seeking Board action, the administration ordinarily consults with the faculty about contemplated changes in the schools' composition, number, and other administrative matters.

The administration, following consultation with the faculty or its committees, or with representatives of the faculty and their deans, and with the concurrence of the Board of Trustees, determines in which of the schools each program is to be housed. A current list of academic programs is in the annual *Academic Catalog*.

2.7 Dean of a School

Each school is led by a dean, whose duties and responsibilities are outlined in 2.7.3.

2.7.1 Selection of Dean of a School

The chief academic officer forms a search committee to conduct a national search. The committee consists of five faculty representatives from the school and a dean and a faculty representative from another school. The committee reviews applicant files and selects a minimum of three candidates to be interviewed. The chief academic officer reviews the applications of those selected for an interview and provides feedback to the search committee. The candidates are interviewed by faculty, students, other deans, and the president. The committee forwards a list of its top candidates, with rationales for their inclusion on the list, to the chief academic officer. Upon recommendation of the chief academic officer, the president then appoints the dean.

2.7.2 Term of Office

The dean of a school ordinarily serves a three-year term. They may serve subsequent terms, consecutive or otherwise.

2.7.3 Duties and Responsibilities

The dean of a school combines teaching and administrative responsibilities, although the proportion of teaching and administration will vary among the schools. As members of the faculty, deans have the right to speak and vote in faculty meetings.

A dean's duties include

- a. administration of the school
- b. a significantly reduced teaching load
- c. frequent meetings and communication with the chief academic officer
- d. leadership in the realm of curriculum development, educational innovation, and program change and improvement within their

school, by means of consultation, recommendations, formal proposals through faculty committees, and formal proposals through the administration

- e. provision of academic leadership to the school in terms of an emphasis upon both teaching excellence and research, professional, or performance activities
- f. as academic leader of the school, provision of faculty personnel recommendations as to recruitment, retention or non-retention, promotion, and faculty development, basing such recommendations on peer and other review mechanisms, as well as direct personal classroom observations
- g. advocate for the faculty
- h. solicitation and collation of budget requests from programs within the school, development of an annual budget proposal, general supervision of budgetary expenditures, and approval of all requisitions emanating from their school
- i. management of such matters as teaching assignments, course scheduling, and release time, subject to the procedures of the College and approval of the chief academic officer
- j. general administrative functions, such as hiring, retention, and supervision of secretarial and nonacademic staff personnel within the school
- k. the assignment of duties and responsibilities to such persons
- l. oversight of the organization and maintenance of the files and records within the school
- m. delegation of responsibility for the security and maintenance of equipment assigned to the school
- n. oversight of staff securing supplies, equipment, and other services necessary for the instructional tasks of the school consistent with College procedures and policy
- o. responsibility for convening, conducting, and preserving records of meetings and sharing copies of such records in a timely fashion

- p. participatory role in the planning, coordinating, and managing of meetings and other functions of the Council of Deans and the Executive Council

2.7.4 Evaluation of Deans

During the spring semester, the chief academic officer sends an evaluation form to each member of the faculty, requesting an anonymous evaluation of their dean. These forms are collated by the chief academic officer, who then meets with each dean to discuss the results of the evaluation. The dean reports back to the faculty regarding plans they have made to deal with any faculty concerns. Every three years, the chief academic officer meets with each member of the faculty to discuss each dean's performance in greater detail.

2.7.5 Temporary Absences

When a dean is to be absent for a period of one month or less, they have the authority to appoint a substitute, an acting dean, from within the school after consultation with the chief academic officer. When their absence is unforeseen or will be for more than one month, the chief academic officer will appoint an acting dean or an interim dean, after consultation with the president and faculty of the school.

2.7.6 Removal From Office

A dean of a school can be relieved of their administrative duties at any time during the term of their appointment. The president can relieve a dean of their administrative duties if there is clear indication of the necessity for such action, but only after consultation with the faculty of the school, and after the dean has had an opportunity to report to the president concerning the problem. If one half of the faculty of a school petition for the removal of a dean and two thirds of them, by written ballot, vote for removal in a subsequent meeting (the chief academic officer presiding) in which the dean has been given the opportunity to respond to complaints, the president should ordinarily remove the dean. If they does not, they will state their reasons in writing. Being relieved of administrative duties does not affect the individual's status as a faculty member. Unless there are unusual circumstances, they can expect to have a full-time teaching load as soon as practical after leaving the dean's job.

2.8 Other Officers of the Administration

See Bylaws, Chapter 1.

2.9 Faculty Serving in Administrative Roles

2.9.1 Chair of a Program

A chair or director, elected by the faculty of each program and/or appointed by the dean, reports to the dean. In programs with few full-time faculty, when an election is impractical, the dean consults with the program faculty and appoints a chair. Each school shall maintain a written policy, approved by the school's faculty, that specifies the term length served by chairs and establishes regular process for review of sitting chairs prior to their reappointment or reelection.

2.9.2 Duties and Responsibilities of Program Chairpersons

A chairperson's responsibilities include

- a. teaching full-time except when circumstances require some release time;
- b. periodically, and as needed, convening the program faculty;
- c. presiding over all program meetings and ensuring that appropriate procedures are used in order to nourish free discussion in the meetings;
- d. ensuring that accurate, representative written records are maintained of the proceedings of each meeting and are made available as official records, with copies of each record being given to the appropriate dean, placed in the program's files, and distributed to program faculty members;
- e. transmitting, in writing, any necessary communication arising from the program's discussion or action. This obligation includes curriculum proposals, inquiries regarding information or assistance from administrative or staff personnel, and suggestions or recommendations on any matter of concern that falls within the purview of the program. Brief written accounts of actions taken that affect students, that alter the shape of the program, or that are of general interest should be forwarded to appropriate campus communication outlets for timely dissemination to the community at large;
- f. encouraging the continued improvement of classroom teaching and the steady pursuit of scholarly research and professional activity on the part of all members in the program, through discussion, conferences, class visitation, and other appropriate means;
- g. assisting the dean of the school in recommending staff changes, conducting searches, reviewing performance, and framing

recommendations as to the appointment, retention, promotion, and termination of program faculty;

- h. developing and coordinating course schedule requests for Fall, Spring, May, and Summer terms;
- i. recommending adjuncts for staffing program courses;
- j. orienting, evaluating, and integrating adjuncts into the program;
- k. recommending overload assignments, as needed, to staff program courses;
- l. preparing annual budget requests;
- m. handling student complaints regarding program faculty;
- n. taking primary responsibility for curriculum changes.

2.9.3 Functions of Programs

Programs carry special responsibilities as the developers of, and vehicles through which, instructional programs ("majors and minors") or otherwise coherent curricula possessing faculty and administrative recognition are offered to students. They share also in the development of disciplinary and interdisciplinary courses fulfilling Liberal Education and other College-wide requirements.

In discharging these responsibilities, programs

- a. frame curricula, develop course proposals, and devise degree requirements for review through school and College curriculum committees and the faculty business meeting, or such other ordinary review procedure as the faculty determines, prior to submission to the Board of Trustees (as needed) for approval;
- b. develop program academic standards, again for review as the ordinary process of the College provides;
- c. recommend whether or not students majoring or minoring in their programs satisfy the requirements for admission to, continuation in, and graduation from the programs, in accordance with the established procedures of the faculty;

- d. develop informational materials needed to assist in the admissions and advising efforts of the College;
- e. frame recommendations as to staff needs, participate in searches, and share in framing academic personnel review recommendations as provided in Chapter 3 of this *Manual*.

2.10 Other Committees

Standing committees of the faculty are described in Chapter 5.

Chapter 3

THE FACULTY

3.1 Definition of Faculty

The faculty of Westminster College consists of all persons whom the College appoints to teach one or more courses, together with academic administrators (Section 3.2.4).

This chapter principally treats policies and procedures related to the teaching faculty; policies for administrative faculty differ in some respects. For those who hold combined teaching and administrative faculty appointments, this chapter applies to the teaching portion of the appointment.

All members of the teaching faculty who teach at least half-time are entitled to vote in appropriate program, school, and faculty meetings. All administrators given the right to speak and vote, as delineated in Chapter 2, may also vote. Voting membership is extended to faculty members not teaching at least half-time only by vote of the faculty (Section 5.4.A, Articles 4–5).

3.2 Faculty Ranks and Titles

A faculty member's rank is meaningful to them and to others. Westminster College strives to employ a fair system of rank. Specific performance criteria for promotion from rank to rank are described in Section 3.4.

3.2.1 The Ranked Faculty

A ranked faculty member is one who has been appointed to one of four academic ranks: instructor, assistant professor, associate professor, or professor.

Such a person

- a. ordinarily enjoys full-time teaching duties or combines teaching with other duties (such as research, academic administration, or counseling) equivalent to a full-time teaching load;
- b. fulfills the duties and responsibilities of a faculty member as specified in Section 3.10, "Faculty Duties and Responsibilities"; and
- c. meets or exceeds the criteria for academic rank as detailed below.

3.2.1.1 Instructor

An instructor must possess a master's degree from an accredited graduate institution or its equivalent. Professional recognition in the creative arts and status in the business community are examples of acceptable equivalents.

3.2.1.2 Assistant Professor

An assistant professor must possess an earned doctorate from an accredited institution; a terminal professional degree in those disciplines in which the usual terminal degree is a degree other than the doctorate; a master's degree in the discipline being taught and three years of full-time, ranked teaching in a regionally accredited college or university; or accomplishments that are considered as equivalent. In all cases, such qualifications must be attained prior to appointment or promotion to this rank. Acceptable terminal degrees are determined based on school and program policy.

A candidate who has completed all requirements for the doctorate except for the writing and defense of their dissertation, and who is able to document progress toward completion of the doctorate, may be appointed at this rank for a maximum period of three years. If the doctorate is not completed within the three-year period, the individual's contract with the College may be terminated effective at the end of the third academic year. However, a valued faculty member who does not complete the appropriate terminal degree within three years, but who has at least a master's degree, may be retained indefinitely at the rank of assistant professor.

3.2.1.3 Associate Professor

An associate professor must possess an earned doctorate from an accredited institution or a terminal professional degree in those disciplines in which the usual terminal degree is a degree other than the doctorate. Acceptable terminal degrees are determined based on school and program policy.

They must also demonstrate one of the following: a minimum of five years of full-time teaching at the rank of assistant professor, a minimum of eight years of full-time, ranked teaching in a regionally accredited college or university, or its equivalent (as specified in Section 3.7.2).

3.2.1.4 Professor

A professor must possess an earned doctorate from an accredited institution, or a terminal professional degree in those disciplines in which the usual terminal degree is a degree other than the doctorate. Acceptable terminal degrees are determined based on school and program policy.

They must also have a minimum of six years of full-time teaching at the rank of associate professor, or a minimum of twelve years of full-time ranked teaching in a regionally accredited college or university (or its equivalent as specified in section 3.7.2)

3.2.2 Professor Emeritus

This rank may be assigned to associate professors or professors who have limited or terminated their responsibilities as faculty members for valid reasons (such as retirement or illness) after fifteen or more years of distinguished service to the College. The president designates and appoints a professor emeritus upon recommendation of the chief academic officer and the appropriate school, and approval of the Board of Trustees.

A professor emeritus is accorded the privileges of the regular, ranked faculty and will have their name recorded at this rank in the *College Catalog* during the remainder of their lifetime, receive each year from the president an annual activity card, and enjoy a special place at the head of faculty processions. Office space for emeriti will depend upon availability and will be provided whenever possible.

3.2.3 Faculty Not on Regular Contracts

Faculty not on regular contracts are usually part-time or temporary instructors at Westminster College who are assigned a temporary academic title: instructor, assistant professor, associate professor, professor, adjunct instructor, half-time faculty, visiting professor, distinguished professor, or clinical faculty.

Such a person usually fulfills fewer faculty duties and responsibilities than regular faculty, meets or exceeds the criteria of the appropriate temporary academic title, and is selected in the manner set forth below.

3.2.3.1 Adjunct Instructors

Adjunct instructors are unranked temporary appointees hired to teach one or more courses per semester. Selection of adjuncts begins with program chair or administrator recommendations, which must be approved by the dean of the school and the chief academic officer. Selection of these persons should be consistent with the academic standards of Westminster College.

3.2.3.2 Half-time Faculty

These persons are selected in the same fashion as regular faculty, except for the scope of the search.

Consistent with the academic standards of Westminster College, persons selected and assigned these titles should meet or exceed the minimum requirements stated in Section 3.2.1.

3.2.3.3 Visiting Professor

This title is assigned to individuals who hold an earned doctorate from an accredited institution or a terminal professional degree and have a contract to teach and fulfill other duties at Westminster College for only a limited period of time. Such time will be agreed upon in writing between the visiting professor and the chief academic officer. The College recognizes the academic standing of visiting professors and accords them the usual privileges of ranked faculty.

3.2.3.4 Distinguished Professor

The president may assign this honorary title to individuals affiliated with the College who are making extraordinary contributions to the educational goals of the College.

3.2.3.5 Clinical Faculty

This title may be assigned to individuals in clinical or professional practice who serve as mentors and coaches to students. Recommendations for this title come from the appropriate dean to the chief academic officer.

3.2.4 Academic Administrative Officers

Academic administrative officers of the College, including but not limited to the chief academic officer, deans of the schools, directors of any special programs, and any full-time ranked faculty members fulfilling special assignments on or off campus (approved by the chief academic officer and president and agreed to by the faculty member) are granted or maintain academic rank as defined in section 3.2.1.

3.3 Policies on Recruitment and Appointment

3.3.1 Recruitment

The recruitment of the best possible faculty is critical to the well-being of the College and is essential to enhancing academic excellence and student learning. Westminster College strives to be fair and equitable in all recruitment processes and decisions. The College does not discriminate on the basis of age, race, ethnic origin, gender, disability, religion, or sexual orientation during the recruitment process.

Once a search is initiated, the College will provide programs with the option and the funding to run advertisements in a discipline-specific national publication. Whenever possible, positions will be approved before the beginning of the academic year, since deadlines for listing job advertisements in most discipline-specific publications occur in late summer or early fall.

The College will also make funding available for program faculty to attend a national conference in the discipline for recruitment purposes. Attendance at a national conference will maximize the opportunities to recruit the strongest candidates and will better ensure that finalists who make on-campus visits fit the needs of the program and the institution.

For full-time positions that become open too late to allow a comprehensive national search, programs are encouraged to hire a one-year replacement and then conduct a full-scale national search the following year.

Although the ultimate decision to hire a particular candidate for a faculty position rests with the president, current faculty play an essential role in the recruitment process.

See Appendix H for best practices related to recruitment.

3.3.2 Faculty Positions

3.3.2.1 New Faculty Positions

Requests for new regular or temporary faculty positions are initially made by academic departments, programs, divisions, or schools. The form of the request, including rationale, may vary from area to area. However, recruitment for any new faculty position may only begin after the position has been approved by the chief academic officer. Final approval is tied to approval of the College's annual budget.

3.3.2.2. Existing Faculty Positions

When an existing regular or temporary faculty position becomes open due to retirement, illness, death, or termination of a contract, or for any other reason, the appropriate dean will meet with program faculty to determine if the need for the position still exists. If the dean determines that this faculty position is needed to realize program and College goals, the dean will seek the approval of the chief academic officer to advertise for the existing position (see "Recruiting Faculty" in Appendix E). An open position in a program may sometimes be allocated to another program within that school or to a program in another school, as determined by the chief academic officer in consultation with the deans and with the faculty in the affected programs.

Appointment of Ranked Faculty

The president appoints all ranked faculty based upon the recommendations of the chief academic officer and the appropriate dean.

New faculty members will receive two-year appointments, except in the case of temporary or special appointments. The dean will write a letter of appointment describing the terms and conditions of each new appointment. A copy of the letter of appointment will be provided to the new faculty member, the director of human resources, the chief academic officer, the appropriate dean, and the accounting office. Each appointed faculty member will also receive a contract affirming their employment with the College and a copy of the *Manual for Faculty*.

Assignment of an academic rank rests with the chief academic officer upon the recommendation of the dean in consultation with the search committee, subject to approval of the president. The rank to which a new faculty member is appointed is congruent with the requirements for that rank (see section 3.2.1) and the College's policy on teaching experience (see section 3.7.2).

Whenever a decision is necessary on whether or not an individual possesses the equivalent of the degree required for a particular rank, such decision will rest with the chief academic officer. After receipt of a written recommendation from the dean of the concerned school or program, the chief academic officer will make a decision. They will furnish written copies of the decision to the appropriate dean and the individual concerned.

3.3.3.1 Types of Appointments for Ranked Faculty

Although Westminster College does not offer tenure, it does recognize faculty service through the use of different lengths of appointments. Initial appointments for regular full-time faculty are for two years. As new faculty members demonstrate their abilities and their contributions, they may expect to progress to a maximum of a five-year appointment. All faculty members, regardless of the length of their appointments, are guaranteed academic freedom (see section 3.5).

- a. Temporary appointments are one-year, full-time appointments. Temporary one-year appointments may be renewed upon the recommendation of the program chair, if applicable, and the dean, with the approval of the chief academic officer and the president. Temporary appointments are offered when one of the following occurs:
 - 1. The vacant position is a temporary one.

2. The search to fill a full-time regular faculty position has not been successfully completed.
 3. Unforeseen circumstances have created a need for the temporary replacement of a regular, full-time faculty member.
- b. Regular appointments occur when full-time or part-time faculty members are appointed to a contract term of two years or more. Faculty members not on regular contracts, as defined in section 3.2.3, and faculty members on probationary appointments, as defined in section 3.6.12, are also deemed to be on regular appointments.
 - c. After a faculty member retires, their appointment to the faculty may be on a year-to-year basis and is mutually agreed upon by the individual faculty member and the chief academic officer, after consultation with the appropriate dean and with approval of the president and the Board of Trustees.

3.3.4 Academic File

The academic file for each faculty member will include, but not be limited to, the following:

- a. information in digital or print format relating to the faculty member's academic and professional accomplishments submitted by the faculty member or placed in the file at their request;
- b. digital or print copies of ratings and evaluations of the faculty member's professional performance completed by students or supervisors, and materials collected in the process of peer reviews as stated in section 3.6.

Review files in print format will be stored in the office of the chief academic officer. Digital materials will be created using portfolio software and stored on servers provided by the College. The chief academic officer will ensure that both print and digital files are stored securely and kept in strictest confidence. All materials will be made available to participants in the peer review process for confidential use only. However, the College may permit access to and copying from such files pursuant to lawful requests of federal or state agencies relevant to investigations, hearings, or other proceedings pending before such agencies or the courts.

3.4 Expectations of Faculty

Westminster College carefully applies evaluation criteria to appointing, retaining, and promoting faculty members.

3.4.1 General Criteria

No statement can fully describe the qualities valued in faculty members at Westminster College, but a single, articulated set of criteria is needed in order to strive for reasonable and equitable judgment: teaching effectiveness, intellectual commitment, service to the college community, and professional and ethical conduct.

These criteria provide a general set of guidelines for the faculty member being evaluated, those conducting the evaluation, and the administration considering the evaluation information. Faculty are expected to meet each of the criteria, but because heterogeneity is one of the strengths of a faculty, individual faculty members will have greater strengths in some areas than in others. The criteria are not to be interpreted in such a way as to stifle the heterogeneity of the faculty. Just as faculty will meet the criteria in their own individual ways, so those making administrative judgment must exercise their judgment with care and sensitivity.

3.4.2 Teaching Effectiveness

Teaching effectiveness is the most important of the four criteria and cannot be compensated for by excellence in other areas. Excellent teachers display a variety of qualities: they challenge their students intellectually, communicate effectively, show commitment to learning, remain current in their disciplines, and demonstrate personal and professional integrity.

Excellent teachers

- **challenge students intellectually.** They invite students to ask questions, confront limits, recognize complexities, discriminate values, pursue alternatives, see new possibilities, and seek connections.
- **communicate effectively.** They plan and organize their classes, express expectations clearly, listen carefully, and act with respect, enthusiasm, and empathy toward students.
- **show commitment to learning.** They create an interactive, collaborative, mutually respectful environment, and consider alternative methods of teaching and assessment.

- **remain current in their disciplines.** They design, review, and revise courses, reflecting developments in their academic fields.
- **demonstrate personal and professional integrity.** They are truthful and ethical in selecting content, interacting with students and colleagues, and assessing themselves and their work.

Such effectiveness can be assessed in various ways:

- evaluation by the faculty member's program/disciplinary peers, based on visits in class, observations of students who have studied with the instructor, team teaching, and other collaborations;
- the quality of course syllabi, content, examinations, projects, and student work in classes;
- the perceptions of other faculty colleagues, specifying their basis for evaluation;
- reports from alumni, through direct communications, visits to campus, and their own records as graduates;
- evaluations by students, through course evaluations, letters, and enrollments;
- reports from college administrators, making responsible use of reports from students and faculty, and through direct classroom observation—which deans and other academic administrators are specifically expected to make and to use as a basis of recommendation;
- the faculty member's interest and involvement in the diagnosis and improvement of their own teaching practices. Creative and appropriate teaching innovations may be indicators of this involvement;
- the faculty member's competence in and knowledge of their subject matter, as judged by peers on and off campus;
- the faculty member's capacity to promote student learning beyond the classroom, through the quality of relations with students outside of class hours, including academic advising. At times, this may also appropriately include evaluation of the faculty member as a professional, taking into consideration the plurality of valued roles;

- the faculty member's integrity and fairness as a teaching professional. Standards for student achievement in class should be reasonable, clearly communicated, and equitably applied.

3.4.2.1 Course Evaluations

Westminster College is an institution that values and promotes excellence in teaching and learning. In our efforts to become nationally recognized as an exemplary community of learners, we have adopted the following statement on student course evaluations to undergird our understanding and use of this common tool.

At Westminster College we will use course evaluations:

To identify trends or themes across multiple semesters. These themes serve as a source of positive feedback and ideas for improvement and are discussed between program chair, Dean and faculty member.

To make adjustments to course content and delivery.

To assess how well courses support program objectives.

To assist in making recommendations for contract renewal of full-time faculty.

At most a single semester's set of course evaluations may trigger additional review activity, particularly in the case of a new faculty member. Additional review activity could include at least one interview with the faculty member, additional class observations, and interviews with individual students.

3.4.3 Intellectual Commitment

A faculty member is considered to be an expert and a competent professional in their field. Each faculty member, therefore, must maintain their competence by keeping abreast of developments in their own field and in related fields.

Continued growth and development help the faculty member maintain the vitality of their courses and should be evident in course content and in the quality of their teaching. A faculty member who is aware of new developments in their area is also better able to assist colleagues in curriculum development and improvement and in research.

Professional growth and development can take many paths, and each faculty member must find those appropriate for them. Reading current books, monographs, and professional journals is one means of staying current. Other possibilities include undertaking research and publication; consulting; participating in conferences and institutes; assisting the library in improving its collection in one's own field; occasionally teaching courses in another college's or university's summer session; traveling; and completing post-doctoral courses at other institutions.